

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

PG6000103995

904-222-9171
904-222-7301 FAX



PREFERRED
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204398 4306424

AUTHORIZATION :

Patricia Puyit

COST LIMIT : \$ 122.50

FILED
96 DEC 30 AM 11:11
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 204398-005

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
STEEL HECTOR & DAVIS

400002040864--3...

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: NATIONAL PHARMACY
MANAGEMENT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

JA
12/30/96

RECEIVED
96 DEC 30 AM 10:40
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
NATIONAL PHARMACY MANAGEMENT, INC.**

FILED
96 DEC 30 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is National Pharmacy Management, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.001 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the is 200 South Biscayne Boulevard, Miami, Florida 33131; and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is:

200 South Biscayne Boulevard, Suite 2410,
Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

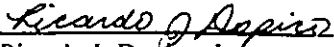
Paul L. Cejas
200 South Biscayne Boulevard, Suite 2410
Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Ricardo J. Dopico, Esq.
200 South Biscayne Boulevard, Suite 4100
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of December, 1996.


Ricardo J. Dopico, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

96 DEC 30 AM 11:11

WITNESSETH:

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

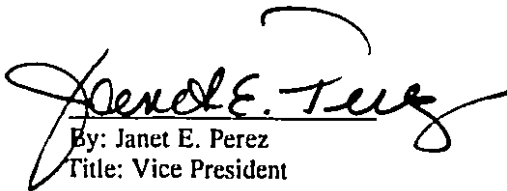
That National Pharmacy Management, Inc., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 South Biscayne Boulevard, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 27th day of December, 1996.

Peninsula Registered Agents, inc.,
Registered Agent


By: Janet E. Perez
Title: Vice President

P.96000103995



ACCOUNT NO. : 072100000032

REFERENCE : 247458 4306424

AUTHORIZATION :

COST LIMIT : \$ 35.00 Patricia Pujato

ORDER DATE : February 4, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 247458-010

500002077110-3

CUSTOMER NO: 4306424

CUSTOMER: Ricardo Dopico, Esq
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC AMENDMENT FILING

NAME: NATIONAL PHARMACY MANAGEMENT,
INC.

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

97 FEB -4 12 PM

2nd

RECEIVED
96 FEB -4 AM 11:22
DEPARTMENT OF REVENUE
DIVISION OF CORPORATE
TALLahassee, FL 32309

N. HENDRICKS FEB 17 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1997

CSC

TALLAHASSEE, FL

SUBJECT: NATIONAL PHARMACY MANAGEMENT, INC.
Ref. Number: P96000103995

We have received your document for NATIONAL PHARMACY MANAGEMENT, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 397A00005797

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NATIONAL PHARMACY MANAGEMENT, INC.

97 FEB -1 12
SECRET

I.

The name of the corporation is National Pharmacy Management, Inc. (the "Corporation").

II.

Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"ARTICLE I - NAME

The name of the Corporation is ScriptCare Pharmacy Management, Inc. (hereinafter called the "Corporation")."

III.

This Amendment was adopted pursuant to Sections 607.1005 of the Florida Business Corporation Act prior to the issuance of any shares of stock by the Corporation by the consent of the sole incorporator of the Corporation dated as of the 31st day of January, 1997.

IN WITNESS WHEREOF, the sole incorporator of National Pharmacy Management, Inc. has executed these Articles of Amendment as of the 31st day of January, 1997.

NATIONAL PHARMACY MANAGEMENT, INC.

By: Ricardo Dopico
Ricardo J. Dopico
Sole Incorporator